

EXHIBIT 1

Affidavit of
Leonard A. Sclafani, Esquire



Form 3

Company No. 4718

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995

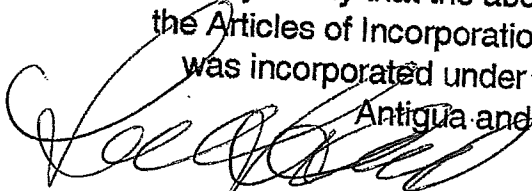
No. 18 of 1995

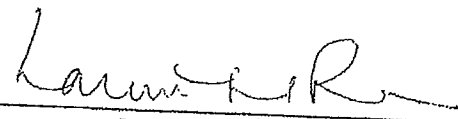
Certificate of Incorporation

AMERICAN UNIVERSITY OF ANTIGUA INC.

Name of Company

I hereby certify that the above-mentioned Company,
the Articles of Incorporation of which are attached,
was incorporated under the Companies Act of
Antigua and Barbuda.


LEONARD A. SCLAFANI
Notary Public, State of New York
No. 02306120s79
Qualified in Westchester County
Commission Expires December 20, 2016


Registrar of Companies
DEPUTY REGISTRAR OF THE HIGH COURT
Antigua and Barbuda
10th OCTOBER 2003
Date of Incorporation

ANTIGUA AND BARBUDA



**AGREEMENT AND CHARTER FOR AMERICAN UNIVERSITY OF
ANTIGUA COLLEGE OF MEDICINE**

THIS AGREEMENT is made on the 9th day of March 2006 Between the Honourable John Maginley, Minister of Health, Sports and Youth Affairs acting for and on behalf of the Government of Antigua and Barbuda (hereinafter referred to as "the Government") and the American University of Antigua Ltd. a locally incorporated corporation with registered office situate at Jasmine Court, Friars Hill Road, Woods, Antigua (hereinafter referred to as "the Corporation").

WHEREAS the Corporation is desirous of establishing and developing in Antigua and Barbuda a medical school to be called American University of Antigua College of Medicine.

AND WHEREAS the University will be engaged in the business of providing medical education for qualified students from around the world and in general improving the quality of health-related education to its students.

AND WHEREAS the Government is desirous of the establishment of the University and that the people of Antigua and Barbuda should benefit from the establishment of such a University on such terms and conditions as are hereinafter set forth.

NOW THEREFORE IT IS HEREBY AGREED by the parties hereto, in consideration of the mutual covenants and conditions herein contained and to be kept and performed, as follows:

1. The Charter and Recognition of the Medical School

- 1.1 The Government doth hereby confirm, grant, give and concede to the American University of Antigua College of Medicine (hereinafter referred to

as "the University") as of the second day of January 2004 a charter for a medical school with the right to confer degrees of Doctor of Medicine and other appropriate and related degrees, and such other schools including a pre-medical division with a right to confer appropriate degrees and to engage in all necessary and appropriate activities which are directly associated with or incidental to the operation of a medical school.

- 1.2 The Government shall if same has not been obtained within thirty (30) days of the execution of this agreement provide to the University a separate document evidencing the Government's Charter of the University effected by this Agreement.
- 1.3 The Government agrees that if the future notifications of its Charter and recognition of schools permitted under its Charter is requested by the University, the Government shall make such notifications within thirty (30) days to the requesting parties as directed by the University.
- 1.4 The Government shall within thirty (30) days of the execution of this Agreement take whatever steps are necessary to recognize the New York State Department of Education as a recognized accrediting agency for medical schools established under and by virtue of the Charter any expenses related thereto being the sole responsibility of the University.
- 1.5 The Government shall upon request notify the World Health Organization (WHO) of its grant of a Charter to the University and its twining partner KASTURBA Medical College of Manipal, India to establish and operate a medical school.

2. Conferring Degrees and Medical Licensure

- 2.1 The Government hereby grants the University the power and right to confer on graduates who have successfully completed the University's prescribed course of studies, the degree of Doctor of Medicine. Recipients of the Doctor of Medicine degree which the University confers shall be eligible for licensure in respect of the practice of medicine in Antigua and Barbuda.
- 2.2 The Government shall grant licenses to graduates of the University who successfully meet all the qualification requirements for medical licensure in Antigua and Barbuda including but not limited to educational standards, citizenship, post graduate work, residency requirements, or any other

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requirements that the Government may deem necessary whether by statute regulatory authority or other wise for practicing medicine in Antigua and Barbuda.

3. The Curriculum

- 3.1 The Government hereby grants the University the power to prescribe the curriculum and attendant activities subject only to approval by the Ministry of Health which shall approve a curriculum that meets current medical education standards. The curriculum and activities will include but not limited to normal duties obligations and courses of study in which a medical school will engage in accordance with accepted educational practices including the dissecting of human cadavers by students and professors and the practice of medical procedures under the supervision of licensed physicians and professors.

4. The Faculty

- 4.1 The University will ensure that where appropriate all faculty members will have obtained terminal degrees in their field and that all Deans, faculty members, and administrators will have undergone and obtained appropriate education and training for their positions with the University.

5. The Facilities


- 5.1 The Government and the Corporation shall continue to negotiate in good faith towards the Government providing a building site on Holberton Hospital lands or other alternative Crown lands for such consideration and upon such terms as may be agreed. Should no agreement be reached it will have no effect on the other terms and conditions of this agreement which will remain in full force and effect.
- 5.2 In consideration of the University occupying a building site at Holberton Hospital property the University will make a commitment to rehabilitate various hospital structures and facilities as agreed with Government and will further make University facilities available to appropriate hospital personnel.
- 5.3 The Corporation will spend a minimum of Ten Million Dollars United States Currency (US\$10,000,000.00) for the construction, upgrading, furnishing, and supplying of the University building or buildings including but not
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limited to housing facilities for students. All site development will be subject to local planning laws, regulations and approvals and may include but not limited to rehabilitation of existing buildings, demolishing existing buildings, constructing new buildings, access roads and pathways, new fences and gates and general development of land or buildings as deemed advisable in support of its operations.

6. Hospital Rounds

- 6.1 The Government shall make available to the University and its Basic Science Students its hospital and other health related facilities including but not limited to Holberton Hospital and public clinics for teaching purposes and student access under appropriate supervision to laboratories, patient services, and outpatient and emergency room facilities.
- 6.2 The Corporation shall pay to the Government in respect of its use of these facilities such rate of remuneration as currently pertains subject to a review every three (3) years calculated from the date of this Agreement.
- 6.3 The Corporation agrees that the University students and faculty shall not interfere with or impede normal hospital operations and will abide by hospital management regulations and policies.

7. Residence Permits and Licenses

- 7.1 The Government shall subject to governmental policy and regulations facilitate residence and work permits to University personnel and faculty staff.
 - 7.2 Students who evidence their enrolment at the University with an acceptance letter shall be permitted to enter and remain in Antigua and Barbuda for the purpose of study only so long as they remain enrolled students and in good standing with civil authorities.
 - 7.3 The Government shall issue necessary permits to the Corporation granting the right to import all necessary medical equipment and supplies including but not limited to cadavers and other human body parts normally required to provide a medical education.
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- 7.4 Visiting and resident doctors connected with the University shall not be permitted to engage in private practice other than such clinical duties as they will be required under written authorization to carry out with hospital and other related health care facilities.

8. Taxes and Duties

- 8.1 Government shall exercise its discretion in giving most favourable consideration to applications for exemption from customs duty and consumption tax on equipment, materials, or supplies imported by the Corporation for use by the University, the list of any such equipment materials or supplies which may include but not limited to building materials, pre-fab buildings, furniture, furnishings, equipment, medical supplies, vehicles, computers, books and cadavers for the University's use. Applications are to be made to Cabinet with the approved list to be vetted by the Ministry of Finance and the Ministry of Works. Customs Service Tax must be paid.
- 8.2 The grant of such exemptions shall be subject to the maintenance by the University of a minimum total student population of four hundred (400) for each academic year from January 2006.

9. Taxes on Salaries and Income

- 9.1 There shall be not withholding tax payable in respect of salaries or allowances paid to visiting lecturers of the University whose tenure is of six (6) months duration or less. A visiting lecturer or faculty member may have multiple contracts so long as each individual contract is for a period of less than six (6) months.
- 9.2 The Corporation's shareholders, promoters and/or their assigns shall be allowed to repatriate their share of the Corporation profits after tax without any additional taxes or fees being imposed thereon as income in their hands.
- 9.3 The Corporation and/or its shareholder shall not be subject to any taxes or charges on any monetary or financial transactions relating to the operations of the Corporation.

10. Expansion of University Operations

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